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UNITED STATES
SECURITIES AND EXCHANGE COMMAS
Washington, D.C. 20549

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FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
HIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

OMB Number: 3235-0076 Expires: March 30, 2008 Estimated average burden hours per form......16.0

SEC USE ONLY						
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Name of Offering (check if this is an amendment and name has changed, and indicate changed Comson									
Series B-1 Convertible Preferred Stock of Clearspring Technologies, Inc. (and underlying Computer Stock)									
					☑ Rule 506 ☐ Section 4(6) ☐ 1				
Type of Filing:			New Filing	9	×	Amendment			
	A. BASIC IDENTIFICATION DATA								
1. Enter the information requested about	1. Enter the information requested about the issuer								
Name of Issuer (check if this is an ame	endment and name has changed,	and	indicate change.)			•			
Clearspring Technologies, Inc.									
Address of Executive Offices	(Number and Str	reet, (City, State, Zip Code)	Telephone Number	er (I	ncluding Area Cod	e)		
8000 Westpark Drive, Suite 625, Mclean,	Virginia, 22102			(703) 677-3999					
Address of Principal Business Operations (if different from Executive Offices)	Telephone Number (Including Area Code)								
Brief Description of Business Clearspring Technologies, Inc. is engaged in the business of providing services for building, deploying and tracking widgets.									
	th the ousliess of providing ser	VICES	tor building, deployi	ig and tracking widge	CIS.				
corporation	Type of Business Organization Example of Business Organization Description Descr								
□ business trust □ limited partnership, to be formed						omer (prease speed	•5)-		
- Lander Francisco									
Actual or Estimated Date of Incorporation	or Organization:	_		<u>Year</u> 04					
, e							☐ Estimated		
Jurisdiction of Incorporation or Organizati	on: (Enter two-letter U.S. Po CN for Canada; FN for			or State:					
				DE					

GENERAL INSTRUCTIONS

Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check	☐ Promoter	Beneficial Owner	☐ Executive Officer	☑ Director	General and/or				
Box(es) that	- Fromoter	- Beneficial Owner	La Executive Officer	E Director	Managing Partner				
Apply:			···						
Bronner, Philip	t name first, if individual)								
	idence Address (Number and	Street, City, State, Zip Code)	 -						
	Ave., East Tower, Suite 1380								
Check	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or				
Box(es) that					Managing Partner				
Apply:	t name first, if individual)								
Gilburne, Miles									
	idence Address (Number and	Street, City, State, Zip Code)	<u></u>		· -				
509 7th Street, l	NW, Washington, DC, 20004								
Check Boxes that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner				
Full Name (Las	name first, if individual)								
Jung, Mark			····	· · · · · · · · · · · · · · · · · · ·					
	idence Address (Number and ane, Los Altos Hills, CA, 940								
Check Boxes that Apply:	☐ Promoter	Beneficial Owner	ĭ Executive Officer	☑ Director	General and/or Managing Partner				
Full Name (Last	name first, if individual)								
Marentis, Chris									
	idence Address (Number and								
	Drive, Suite 625, Mclean, Vir		M = 1 = 200		<u> </u>				
Check Boxes that Apply:	☐ Promoter	☑ Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner				
Full Name (Last Radfar, Hoomai	name first, if individual) 1								
	idence Address (Number and Drive, Suite 625, Mclean, Vi								
Check Boxes that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner				
Full Name (Last	name first, if individual)								
Fath, Austin									
Business or Res	idence Address (Number and	Street, City, State, Zip Code)							
8000 Westpark	Drive, Suite 625, Mclean, Vir	ginia, 22102							
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☑ Director	☐ General and/or Managing Partner				
Full Name (Last	name first, if individual)		,, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,						
Rappaport, Jay									
	idence Address (Number and Drive, Suite 625, Mclean, Vir								
Check	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	General and/or				
Box(es) that Apply:					Managing Partner				
	name first, if individual)								
Idea Foundry									
Business or Residence Address (Number and Street, City, State, Zip Code)									
4551 Forbes Av	e, Suite 200, Pittsburgh, PA, 1	5213							

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	Promoter	图 Beneficial Owner	Executive Officer	Director	General and/or Managing Partner			
•	t name first, if individual)							
	enture Partners IV, L.P.							
	•	nd Street, City, State, Zip Code) 80, Bethesda, Maryland, 20814						
Check Box(es) that Apply:	Promoter	☑ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner			
Full Name (Las ZG Ventures, L	t name first, if individual) LC							
	idence Address (Number an NW, Washington, DC, 2000	d Street, City, State, Zip Code) 4						
Check Boxes that Apply:	Promoter	■ Beneficial Owner ■ Compare the second of the second o	☐ Executive Officer	☐ Director	General and/or Managing Partner			
Full Name (Las Aloha Ventures	t name first, if individual) LLC							
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Revolution LLC, 1717 Rhode Island Ave., NW, Suite 1000, Washington, DC, 20036								
Check Boxes	☐ Promoter	Beneficial Owner	Executive Officer	Director	General and/or			
that Apply: •					Managing Partner			
Full Name (Last name first, if individual)								
Steve Case								
Business or Residence Address (Number and Street, City, State, Zip Code)								
c/o Revolution LLC, 1717 Rhode Island Ave., NW, Suite 1000, Washington, DC, 20036								

B. INFORMATION ABOUT OFFERING												
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?											
2.	What is the mini	mum investmen	t that will be a	ccepted from	n any indiv	idual?					\$ <u>no</u>	minimum
3.	Does the offering	g permit joint ow	mership of a s	ingle unit?	·····					•••••	YesX_ N	· o
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
N/	A											
	Name (Last name	first, if individu	ual)	<u> </u>		<u> </u>						
Bus	iness or Residence	Address (Num	ber and Street,	City, State,	Zip Code)		<u> </u>			 		
Nan	ne of Associated B	Broker or Dealer		·				·				
	es in Which Perso											
	eck "All States" or	r check individu										
[AL	[[AK]	AZ	[AR]	[CA]	(CO)	[CT]	[DE]	[DC]	[FL]	[GA]	[H1]	[ID]
[IL]	INI	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
IMI	l lvel	[NV]	[NH]	ונאן	[MM]	INYI	[NC]	(ND)	ЮНЈ	[OK]	[OR]	[PA]
[RI]		[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[VA]	{WVJ	[WI]	[WY]	[PR]
Full	Name (Last name	first, if individu	ual)									
Bus	iness or Residence	Address (Numb	per and Street,	City, State,	Zip Code)				 -			· · · · · · · · · · · · · · · · · · ·
Nan	ne of Associated B	Broker or Dealer	<u> </u>					·	<u>_</u>	· <u> </u>	· · · · · · · · · · · · · · · · · · ·	
State	es in Which Person	n Listed Has Sol	licited or Inten	de to Solici	Purchasers	 _						
_	eck "All States" or						***********	****************	******************			All States
[AL			[AR]	[CA]	[CO]	[CT]	(DE)	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]		[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
MT	•		[NH]	נאז	[NM]	[NY]	[NC]	[ND]	ЮН	[OK]	[OR]	[PA]
IRII		[SD]	[TN]	[TX]	IUT]	[VT]	[VA]	[VA]	(WV)	[WI]	[WY]	(PR)
	Name (Last name	first, if individu	ial)			<u></u>	<u></u>					
Business or Residence Address (Number and Street, City, State, Zip Code)												
Name of Associated Broker or Dealer												
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers												
(Check "All States" or check individual States)												
[AL]	[AK]	[AZ]	[AR]	{CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[НЦ	[ID]
	[IN]	[IA]	[KS]	[KY]	(LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT	[NE]		NHI	נאן	[NM]	[NY]	[NC]	[ND]	ОН	(OK)	[OR]	[PA]
IRII			itni	(TY)	n rri	(VTI	IVA)	IVAI	13477/1	iwn	 IWVI	1001

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." transaction is an exchange offering, check this box 🛘 and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Type of Security Amount Already Offering Price Sold Debt 10,100,002.64 \$ 10,100,002.64 Equity Common × Preferred Convertible Securities (including warrants). Partnership Interests.... 10,100,002,64 Total \$ 10,100,002.64 Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Aggregate Investors Dollar Amount of Purchases Accredited Investors \$ 10,100,002.64 Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filling is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Security Sold Type of Offering Rule 505 Regulation A..... Ruie 504 Total _____ a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not

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300.00

39,800.00

known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees

Printing and Engraving Costs

Legal Fees

Sales Commissions (specify finders' fees separately)

Other Expenses (Identify) blue sky filing fees

Total.....

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS								
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer"								
Indicate below the amount of the adjusted gross proceeds to the issuer u If the amount for any purpose is not known, furnish an estimate and payments listed must equal the adjusted gross proceeds to the issuer set if	he total of the ve.							
	•	to Officers, Payment To , & Affiliates Others						
Salaries and fees		🗆 \$						
Purchase of real estate								
Purchase, rental or leasing and installation of machinery and equipment								
Construction or leasing of plant buildings and facilities								
Acquisition of other businesses (including the value of securities involved in in exchange for the assets or securities of another issuer pursuant to a merger)	this offering that may be used							
Repayment of indebtedness.		Ds						
Working capital	□ s	<u>■ \$ 10,060,202.64</u>						
Other (specify):		🗆 s						
Column Totals								
Column Totals								
3								
D. FEDERAL SIGNATURE								
The issuer had duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.								
Issuer (Print or Type)	Signature	Date						
Clearspring Technologies, Inc.		September <u>/ 3</u> , 2007						
Name of Signer (Print or Type)	Title of Signer (Print of Type)							
Jay Rappaport	President							



ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)